

Governance Policies of the Board

II. Board-BAO Linkage

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Title: Global Governance-Management Connection

Category: Board-Board Appointed Officer Linkage

Policy No. BL-1

Adopted: April 20, 2004
Chair: Joe Judge

Latest Revision: July 28, 2014
Chair: Tony Estremera

The Board of Directors revised and adopted this policy at its public meeting on the latest revision date.

The Board's sole official connection to the operational organization, its achievements and conduct will be through Board Appointed Officers (BAOs).

- 1.1. The Board Appointed Officers are: the Chief Executive Officer (CEO), the District Counsel, and the Clerk of the Board (COB).
- 1.2. The BAOs are appointed by and serve at the pleasure of the Board.

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Title: Unity of Control		
Category: Board-Board Appointed Officer Linkage		
Policy No. BL-2	Adopted: April 20, 2004 Chair: Joe Judge	Latest Revision: July 29, 2015 Chair: Gary Kremen
The Board of Directors revised and adopted this policy at its public meeting on the latest revision date.		

Only officially passed motions of the Board are binding on the BAOs.

Accordingly:

- 2.1. Decisions or instructions of individual Board members, officers, or committees are not binding on the BAOs except in rare instances when the Board has specifically authorized such exercise of authority.
- 2.2. In seeking clarification on informational items, Board members may directly approach BAOs or designee to obtain information needed to supplement, upgrade, or enhance their knowledge to improve legislative decision-making. Any Board member requests that require substantive work should come to the Board for direction.
 - 2.2.1. When seeking information, all Board members will contact the BAO or designee. The Board member(s) must schedule an appointment in advance with the appropriate BAO or designee.
 - 2.2.2.1. Nothing shall preclude staff from meeting with Board members on District business.

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Title: Accountability of the Board Appointed Officers		
Category: Board-Board Appointed Officer Linkage		
Policy No. BL-3	Adopted: April 20, 2004 Chair: Joe Judge	Latest Revision: July 28, 2014 Chair: Tony Estremera
The Board of Directors revised and adopted this policy at its public meeting on the latest revision date.		

The BAOs are the Board's link to operational achievement and conduct, so that all authority and accountability of employees, as far as the Board is concerned, is considered the authority and accountability of the BAOs.

- 3.1. The Board, as a whole, will not give direction to a person who reports directly or indirectly to the BAOs.
- 3.2. The Board, as a whole, will not evaluate, either formally or informally, any employee other than the BAOs.
- 3.3. The Board, as a whole, will view the individual and combined performance of the BAOs as identical to organizational performance, so that organizational accomplishment of Board-stated Ends and avoidance of Board-proscribed means will be viewed as successful BAO performance.
- 3.4. BAOs shall work collaboratively to accomplish Board-stated Ends and avoid Board-proscribed means.
- 3.5. Each BAO is accountable to the Board of Directors for the responsibilities and functions described in the Board approved class specifications for each official.
- 3.6. Each BAO is accountable for all resources, including personnel, under his/her control as assigned by the Board. Therefore, any accomplishments and violations due to actions of a subordinate of a BAO are considered accomplishments and violations by the BAO.

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Title: Direction to the Board Appointed Officers		
Category: Board-Board Appointed Officer Linkage		
Policy No. BL-4	Adopted: June 15, 1999 Chair: Larry Wilson	Latest Revision: July 29, 2015 Chair: Gary Kremen
The Board of Directors revised and adopted this policy at its public meeting on the latest revision date.		

The Board will instruct the BAOs through written policies which prescribe the organizational Ends to be achieved and describe organizational situations and actions to be avoided, allowing the BAOs to use any reasonable interpretation of these policies.

Accordingly:

4.1. The Board will adopt policies directing the BAOs to achieve certain results for certain recipients at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels and will be called Ends policies.

4.1.1. The Ends policies will be categorized into four parts: mission and general principles, water supply, natural flood protection, and water resources stewardship.

4.1.2. Board Ends policies are arranged in the following framework:

General Principles—A statement that reflect Board’s directions to guide more than one functional areas or elements.

Ends—Policies that define who is to benefit from the organization, in what way, or at what cost.

Goals—A general direction-setter provided by the Board. It is expressed as an ideal future related to the end. A goal may be abstract in nature and expressed as a general state. It is generally not quantifiable or time-dependant.

Objectives—A specified action, either adopted by the Board or provided by the BAOs, that is an intermediate step toward attaining a goal. It may pertain to one particular aspect of a goal or be one of several successive steps toward a goal. It should be achievable and when possible, measurable, and time specific. It starts with a verb.

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4.1.2.1. BAO/CEO Interpretations

Strategies—A particular course of action, product, or service that describes the means to support objectives. It is clear and unambiguous, customarily prescribed by the BAOs to clarify the level of District responsibilities (including primary, cooperation/coordination, or technical assistance or advocacy), and starts with a verb.

CEO Direction—Describes criteria, methods, and/or processes that support the accomplishment of a strategy.

Outcome Measures—An outcome measure, customarily provided by the BAOs, establishes a level of quality or quantity to be satisfied to demonstrate the impact, difference, change, and/or benefit to the community of the objectives and goals towards the Ends. It defines the objectives with measurable specifications, e.g., target 2010, voluntary water conservation of 10%.

- 4.1.3. The Board directly engages in Ends policy setting, focusing on the mission, general principles, goals, and objectives. The BAOs will provide Board policy interpretations with strategies, CEO directions, and outcome measures.
- 4.2. The Board will develop policies that limit the latitude the BAOs may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level, to more defined levels, and they will be called Executive Limitations policies.
- 4.3. As long as the BAOs use any reasonable interpretation of the Board's Ends and Executive Limitations policies, the BAOs are authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities.
 - 4.3.1. To assure and enhance transparency, new BAO Interpretations will be presented to the Board during a public meeting, for the Board's information. Consistent with other policy revisions, all new BAO Interpretations are provided to the Board members and posted on the District's website.
- 4.4. The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between the Board and the domains of the BAOs. By doing so, the Board changes the latitude of choice given to the BAOs. But as long as any particular delegation is in place, the Board will respect and support the choices made by the BAOs.

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- 4.5. The Board's general direction to specific BAOs regarding their expected primary job functions is set forth in their respective job descriptions approved by the Board. In general, the Board's direction is as follows:
 - 4.5.1. The CEO directs and manages the services, operations, programs and projects of the District and serves as the administrative head of the District.
 - 4.5.2. The District Counsel provides legal advice and representation to the District, the Board, and the District's officers and employees when acting in their official capacities, and serves as the chief legal officer of the District.
 - 4.5.3. The Clerk of the Board directs and manages the regulatory and administrative services required to support the Board and Board Committee functions and activities.

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Title: Monitoring Board Appointed Officer Performance Category: Board-Board Appointed Officer Linkage		
Policy No. BL-5	Adopted: May 18, 2004 Chair: Joe Judge	Latest Revision: July 29, 2015 Chair: Gary Kremen
The Board of Directors revised and adopted this policy at its public meeting on the latest revision date.		

Systematic and rigorous monitoring of BAO job performance will be reviewed solely against the only expected BAO job outputs: organizational accomplishment of Board policies on Ends and organizational operation within the boundaries established in Board policies on Executive Limitations.

Accordingly:

- 5.1. Monitoring is simply to determine the degree to which Board policies are being met. Data which does not do this will not be considered to be monitoring data.
- 5.2. The Board will acquire monitoring data by one or more of four methods:
 - 5.2.1. Internal reporting, such as agenda and non-agenda memorandum, CEO Bulletin, BAO memorandum, or Quarterly Performance Report, in which the BAOs disclose compliance information to the Board.
 - 5.2.2. Board-selected third party review to assess compliance with Board policies.
 - 5.2.3. Direct Board inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria.
 - 5.2.4. Board-requested projects or program status reports.
- 5.3. In every case, the standard for compliance shall be any reasonable BAO interpretation of the Board policy being monitored.
- 5.4. All policies which instruct the BAOs will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule. See following table:

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Policy		Method	Frequency
Ends		Outcome Measures	Quarterly
EL-2	Customer Relations	Ad Hoc Report	Upon Discovery of Non-Compliance
EL-3	Human Resources	Ad Hoc Report	Upon Discovery of Non-Compliance
EL-4	Financial Management	Ad Hoc Report	Upon Discovery of Non-Compliance
EL-5	Procurement	Ad Hoc Report	Upon Discovery of Non-Compliance
EL-6	Asset Protection	Ad Hoc Report	Upon Discovery of Non-Compliance
EL-7	Communication and Support	Ad Hoc Report	Upon Discovery of Non-Compliance
EL-8	Inclusion, Equal Employment Opportunity, Discrimination/ Harassment Prevention and Diversity	Ad Hoc Report	Upon Discovery of Non-Compliance

- 5.5. Monitoring of each BAO's job performance will be against the expected BAO job output: accomplishment of the duties for which he/she is accountable to the Board, and performance within the applicable limitations established by the Board. The monitoring shall occur through review of reports submitted by the BAO in accordance with the Board Appointed Officer Performance Evaluation procedure.

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Title: Complaint Against a Board Appointed Officer (Interim Policy)		
Category: Board-Board Appointed Officer Linkage		
Policy No. BL-6	Adopted: July 14, 2026 Chair: Tony Estremera	Latest Revision: Chair:
The Board of Directors adopted this interim policy at its public meeting.		

Anyone may bring a formal complaint against a Board Appointed Officer for misconduct in accordance with this section. Misconduct under this section shall be limited to violations of the Anti-Discrimination, Harassment, Abusive Conduct, and Retaliation Policy (AD-2.8), and/or violations of local, state, and/or federal law

- 6.1 Written Complaint Procedure (Pre-Investigation Process)
 - 6.1.1 Complaints must be in writing and signed in the complainant's true legal name. Complaints must identify the accused Board Appointed Officer and should provide as much detail as possible about the alleged misconduct. Complainants must submit their written complaints to the Human Resources Deputy or Senior District Counsel.
 - 6.1.2 The Board Chair will be notified of the nature of the complaint and form an Internal Affairs Group (IAG). The IAG will consist of the Human Resources Deputy, Senior District Counsel and subject matter experts. Throughout this process, the Human Resources Deputy and Senior District Counsel will report directly to the Chair.
- 6.2 Initial Evaluation of Complaint.
 - 6.2.1 The IAG will select a 3rd party consultant who will perform an initial assessment to determine whether it has sufficient information whether the alleged conduct both occurred and violated policies. The consultant, with support of the IAG, will provide a memo to the Chair with recommendation of next steps. The recommendation will be provided by the Chair to the Board for action.
- 6.3 Commencement of Investigation (Investigation Proces)
 - 6.3.1 The chair shall appoint a Project Manager and form an Ad Hoc Committee ("Committee") to address the complaint. The Committee shall consist of the Chair and 1-2 other directors.
 - 6.3.2 The Project Manager with support of the IAG will select an independent investigator and negotiate a contract which will be approved by the Chair.
 - 6.3.3 No Board member who participates in any investigation in any way may disclose any confidential information regarding the investigation including the identification of any known or suspected witnesses.
 - 6.3.4 The Board shall endeavor to have investigations completed within a timely manner.
- 6.4 Ongoing Management of Investigation
 - 6.4.1 The Project Manager with support of the IAG will monitor and report progress/issues,

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foreseeable changes per the approved contract and regularly report to the Committee.

6.4.2 The Committee will communicate to the Board as issues arise needing the Board's direction for issues outside of the Committee's scope or authority.

6.5 Completion of Investigation. Draft Investigative and Executive Summary Reports may be provided to the Project Manager and IAG for initial technical review. Examples of technical review include ensuring accurate policy references and fixing spelling or grammatical errors, if any

6.6 Board Review of Report (Board Review Process – C).

6.6.1 The Draft full report will only be available for viewing by the Chair. The Draft Executive Summary will be available for individual review by the Board. Individual Board Members may request that the Chair schedule a Closed Session meeting with the investigator for the purposes of clarification. Upon completion of individual Board review, the Project Manager, with discussion of the Board, will direct the investigator to finalize the report.

6.7 Board Consideration of Findings (Post-Investigation Process – D

6.7.1 The Board will discuss findings, if any, and will determine next steps. The IAG will close-out the complaint upon completion.